

ANNUAL GENERAL MEETING IN PRECISE BIOMETRICS AB (publ)

Welcome to attend the Annual General Meeting to be held at 4 p.m. on Tuesday April 24, 2012, at Precise Biometrics premises in Lund, Sweden. Registration for the Meeting will start at 3 p.m.

A. PARTICIPATION

Shareholders who wish to attend the Annual General Meeting must:

- i) be recorded in the share register maintained by Euroclear Sweden AB, as of Wednesday April 18, 2012; and
- ii) notify the Company of their intent to attend the Annual General Meeting at the address Precise Biometrics AB (publ), Box 798, SE-220 07 LUND, Sweden, by telephone +46 46 31 11 13, by telefax +46 46 31 11 01 or by e-mail: investor@precisebiometrics.com, no later than on Wednesday April 18, 2012, preferably before 4 p.m. When giving notice of attendance, the shareholder shall state name, personal identity or corporate registration number, address and telephone number. A proxy form is available on the Company website www.precisebiometrics.com and will be sent by mail to shareholders informing the Company of their address. Proxy and representative of a legal entity shall submit papers of authorization prior to the Meeting.

In order to be able to vote at the Meeting, shareholders with nominee-registered shares must have the shares temporarily owner-registered with Euroclear Sweden AB. Such registration must be made as of Wednesday April 18, 2012 at the latest and should be requested well ahead of time.

B. AGENDA

Proposal for Agenda

1. Opening of the Meeting.
2. Election of Chairman of the Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to approve the minutes.
6. Determination whether the Meeting has been duly convened.
7. The Managing Director's report.
8. Presentation of
 - (a) the Annual Report and the Auditor's Report and the Consolidated Financial Statements and the Group Auditor's Report; and
 - (b) the statement by the Auditor on the compliance with the guidelines for remuneration to management applicable since the last Annual General Meeting.



9. Resolutions regarding
 - (a) the adoption of the Statement of Income and the Balance Sheet and the Consolidated Statement of Income and the Consolidated Balance Sheet, as per December 31, 2011;
 - (b) the appropriation of the Company's loss according to the adopted Balance Sheet; and
 - (c) the discharge from liability of the Board and the Managing Director.
10. Determination of the number of members of the Board.
11. Determination of fees to the members of the Board.
12. Election of members and Chairman of the Board.
13. Election of Company Auditors.
14. Determination of guidelines for remuneration to management.
15. Resolution regarding the authorization of the Board to resolve upon new issue of shares and/or convertibles with a deviation from the shareholders' preferential right.
16. Closing the Meeting.

Draft resolutions

Proposal for election of Chairman of the Meeting (item 2)

At the Annual General Meeting 2010, it was resolved that the Chairman of the Board during the third quarter of the year shall convene a Nomination Committee which, in addition to the Chairman of the Board, shall consist of one representative for each of the three largest shareholders of the Company as per August 31 each year. If any of these shareholders would refrain from its right to appoint a representative, or if a member would leave the Nomination Committee before the work is completed, such right shall be transferred to the shareholder which, after these shareholders, has the largest shareholding.

The Nomination Committee before the Annual General Meeting 2012, consisting of Kerstin Stenberg (Swedbank Robur), Uno Johnsson (HJ Byggkonsulter AB), Torgils Bonde Knutsson (Gimmersta AB) and the Chairman of the Board Lisa Thorsted (convenor), has proposed Lisa Thorsted as Chairman of the Meeting.

Proposal for appropriation of loss (item 9b)

The Board proposes that the share premium fund be reduced by SEK 26,981,347 and the reserve fund be reduced by SEK 7,973,276 to cover the accumulated loss and that no dividend is declared for the financial year.

Proposal regarding election of members, Chairman of the Board, fees and election of Company Auditors (items 10-14)

The Nomination Committee has proposed the following:

The number of Board members shall be five, with no deputy members. The Nomination Committee proposes re-election of the Board members Torbjorn Clementz, Eva Maria Matell, Lisa Thorsted and Lena Widin Klasén for the period up to and including the Annual General Meeting 2013. Lisa Thorsted is to be appointed Chairman of the Board. Marc Chatel has declined re-election.



Erwin Leichtle is proposed to be new member of the board. Erwin Leichtle is born in 1949, has a Master of Science in Electrical Engineering and is partner and founder of Konfluencia AB. Erwin Leichtle has extensive international experience in senior positions at Ericsson among others in the USA and South America. He has also managed and developed companies as Inter Wave Communications AB and the listed company SwitchCore AB. Erwin Leichtle has a substantial Board experience and is Chairman of the Board at Imsys AB and Board member of Packet Architect AB and SwitchCore AB.

Fees to the Board of Directors up to and including the Annual General Meeting 2013 shall amount to a total of SEK 630,000, to be distributed among the Board members as follows: the Chairman of the Board shall, as before, receive SEK 210,000 and each of the other members who are not employed with the Company shall, as before, receive SEK 105,000.

The Nomination Committee proposes that the accounting firm Öhrlings PricewaterhouseCoopers AB shall be elected Auditor of the Company for a mandate period of one year. The authorized public accountant Eva Carlsvi is auditor in charge. The Auditor's fees are paid as per approved invoice.

Proposal regarding guidelines for remuneration to management (item 14)

The proposal of the Board principally entails that the Annual General Meeting shall determine guidelines for remuneration to management employees implying that levels of remuneration and other employment terms for the Group management shall be in accordance with the market. A fixed salary will be paid for sound work. In addition to this, members of the Group management may also obtain a variable salary, which shall be based on the Group result and on individual goals. The variable part of the salary shall amount to a maximum of 50 % of the fixed salary for the Managing Director and 30 % of the fixed salary for the other members of the Group management. Remuneration can also be paid by way of stock options or other share-based incentive programs.

At termination of employment, the mutual notice period shall amount to 6 months for the Managing Director, and 3-6 months for the other members of the Group management. The Managing Director may be entitled to redundancy payment amounting to a maximum of 12 monthly salaries if the employment is terminated by the Company. Other members of the Group management shall not be entitled to redundancy payment.

The retirement age for all members of the Group management shall be 65 years. The pension premium shall be calculated in accordance with predetermined steps based on age and salary and shall amount to a maximum of 25 % of the fixed salary.

The proposal entails a level of remuneration which principally corresponds to that of the previous year.

Proposal regarding authorization of the Board to resolve upon new issue of shares and/or convertibles (item 15)

The Board of Directors proposes the Annual General Meeting to authorize the Board of Directors to resolve, on one or several occasions before the next Annual General Meeting, on an issue of shares and/or convertible bonds. Such an issue may entail a deviation from the shareholders'





Lund, Sweden, March 23, 2012

preferential right to subscribe for new shares and/or convertible bonds and also entail that payment of the new shares and/or convertible bonds may be made in cash or by consideration in kind or by right of set-off. The issue may result in an aggregate increase in the share capital corresponding to the issue of a maximum of 18,895,000 shares and/or convertible bonds to be converted into a maximum of 18,895,000 shares.

Full exercise of the authorization, at full conversion, is equivalent to a dilution of approximately 10 % of the current share capital and votes. The Board shall be entitled to establish remaining conditions of the issue, including the issue price, which however shall be established based on prevailing conditions on the market.

The purpose of the authorization and the reason for the deviation from the shareholders' preferential right is to enable the Company to effect payment of company acquisitions by the Company's own shares and/or convertibles and to obtain capital contributions from new owners that are considered strategically important in an operational, financial, structural or other perspective.

C. AVAILABLE DOCUMENTS

The Annual Report and the Auditor's Report, the statement by the Auditor on the compliance with the guidelines for remuneration to management applicable since the previous Annual General Meeting and the complete proposals of the Board of Directors according to items 14-15 will be available to the shareholders at the Company and on its website www.precisebiometrics.com as from 3 April 2012. Copies of the documents will also be sent to shareholders who so request and state their address, and will be available at the Meeting.

D. NUMBER OF SHARES AND VOTES IN THE COMPANY

As per the date of this notice, the total number of shares and votes in the Company amounts to 188,945,120. All shares are of the same class.

E. INFORMATION AT THE ANNUAL GENERAL MEETING

The Board of Directors and the Managing Director shall, if any shareholder so requests, and if the Board of Directors considers that this can be done without significant harm for the Company, give information on circumstances that can affect the judgment of an item on the agenda, circumstances that can affect the assessment of the financial situation of the Company or its subsidiaries and the Company's relationship with another Group company.

Lund in March 2012
The Board of Directors
PRECISE BIOMETRICS AB (publ)

